

(Per ILA Approval Requirements)

☐ CA Approval

☒ JB Approval

## REGIONAL FARE COORDINATION SYSTEM CHANGE ORDER NO. 33

**CONTRACTOR:** ERG Transit Systems (USA) Inc.  
**CONTRACT NUMBER:** 229944

This Change Order to Contract #229944 ("Change Order") is executed as of 11/20/08, by and between ERG Transit Systems (USA) Inc, a California corporation and wholly owned subsidiary of ERG Limited, an Australian corporation, (hereinafter referred to as the "Contractor") and each of the following seven public transportation agencies (hereinafter referred to individually as an "Agency" or collectively as the "Agencies"):

1. Central Puget Sound Regional Transit Authority ("Sound Transit")
2. King County ("King County")
3. Kitsap County Public Transportation Benefit Area ("Kitsap Transit")
4. Pierce County Public Transportation Benefit Area ("Pierce Transit")
5. Snohomish County Public Transportation Benefit Area ("Community Transit")
6. City of Everett ("Everett")
7. State of Washington, acting through the Washington State Department of Transportation, Washington State Ferries Division ("WSF")

### **Background**

A. Effective April 29, 2003, each of the Agencies and the Contractor entered into Contract #229944 ("Contract") to implement a Regional Fare Coordination System ("RFC System") to establish a common fare system utilizing smart card technology. The Contractor is responsible for the development, implementation, operation and maintenance of the RFC System as specified in the Contract.

B. The Agencies and the Contractor desire to execute this Change Order No. 33 and the attached Amendment 29, to modify the Contract Division III, Section 6.III-8, "Portable Fare Transaction Processor (PFTP)", Exhibit 9, Price Schedule, Section II, "Equipment Pricing" and Section V, "Integration and Reporting".

## Agreements

The Agencies and the Contractor hereby agree to the following changes to the Contract:

### **1.0 Division III Changes**

The following sections of Section 6.III-8 are revised to read as follows:

#### **6.III-8 Portable Fare Transaction Processor (PFTP)**

##### **6.III-8.1 Subsystem Description - Portable FTP**

The Contractor shall provide portable FTPs for Agencies that have a need for a portable card reading and transaction processing device.

The Portable FTP (DR 105) shall be a handheld, ruggedized unit operated by Agency personnel to process RFCS transactions in a mobile or portable environment. The PFTP will be powered by a rechargeable battery that can be recharged by placing the unit in a 110VAC-powered cradle, or in a 12VDC powered cradle or mount for in-vehicle use.

The PFTP shall utilize a common hardware platform, configured in the following applications:

- A limited function, verifier only PFTP (DR 105.01) application for proof of payment fare inspection in Sound Transit Commuter Rail and Light Rail operations, and potentially on future streetcar or bus rapid transit services, and other bus applications, such as the Olympia Express. The unit shall be light, have low power consumption, and be able to conduct fare verification with minimal operation by the fare inspector.
- A full-function PFTP (DR 105.02) for ferry, Paratransit, DART and vanpool applications.

The Portable FTP (PFTP) shall, at a minimum, consist of the modules listed in Figure III-8.1.

**Figure III-8.1  
PFTP CONFIGURATION SUMMARY**

<b>Modules</b>	<b>Portable FTP</b>
Central Processing Unit	X
Contactless Card Interface	X
Customer Display/Indicator	X
Standard Battery	X
Belt Carry Case	O
Shoulder Carry Case	O
110 VAC Charger/Cradle - 1 Unit	O
USB to Ethernet Cable for 1 Unit Charger/Cradle	O
110 VAC Charger/Cradle - 4 Units w/ Ethernet	O
12 VDC Charger/Cradle	O
Wireless Radio (RA2041)	O*
Dial-Up Modem & Cable (may be external)	O*
High Capacity Battery	O
Bar Code Scanner	O
Pistol Grip	O
RAM B101 Vehicle Mount for PFTP	O

"X" denotes module required by Contract and included in the Contract price schedule.

“O” denotes optional module that shall be available as a priced option, also included in Contract price schedule.

\* Certain Agencies require that the PFTP be equipped with a wireless radio (Psion RA0241) based on 802.11 technology, or with an external modem, depending on the requirements of each Agency. Quantities and configurations to be finalized at the time of order.

#### **6.III-8.2 Functional Requirements - Portable FTP**

The following functional requirements supplement those stated in Section 6.III-3.2.

- (a) Log-on from Agency personnel shall occur via a log-on smart card or through a built-in PFTP keypad, except for WSF which has no log-on per DR 105.2.
- (b) For ferry applications (Washington State Ferries, Kitsap Transit, and potential future ferry services), DART, vanpool and Paratransit the operator shall be able to select a destination and associated fare basis through the portable FTP keypad.
- (c) Except as noted in (e), the PFTP shall require no interaction other than the tag of a card within an Agency-configurable timeout period to perform card inspections. The display of valid or invalid transactions will remain until the “Enter” button is pressed, a new card is presented to the reader, or a configurable timeout has been reached, whichever comes first. The timeout period shall automatically reset in the event of any of the following:
  - i. The card inspection mode of the PFTP has been selected.
  - ii. Inspection mode is re-activated by the inspector after a timeout.
  - iii. A previous inspection has been completed.
- (d) The verifier-only PFTP configuration shall record inspection counts by fare category, fare type, operator ID, and time segment.
- (e) The PFTP shall allow the operator to override a default fare transaction (e.g. to pay for multiple fares from a single card, or to pay a fare other than the default).
- (f) The full function PFTP configuration shall perform all functions of the verifier configuration, plus Agency personnel shall be able to:
  - i. Determine card balance, number of stored rides on the card, or the existence of a pass.
  - ii. Provide historical information to the Cardholder by scrolling through the transaction history of the last ten transactions stored on the card.
- (g) The PFTP application for WSF shall be designed to accept and process both RFCS smart cards and Washington State Ferries Electronic Fare System media.
- (h) PFTPs for KT (and potentially other ferry applications) shall include the following functionality:

- i. An aggregate count of all (farecard and non-farecard combined) fare transactions that occur in a trip shall be recorded and displayed on the PFTP screen. Passenger counters shall reset with each new trip start.
- ii. Buttons and/or touchscreen icons shall be identified for the purpose of recording non-farecard ridership counts. Buttons/touchscreen icons shall be allocated for KT fare categories, and ridership counts shall be generated/updated on pressing of the ridership button / icon.
- iii. A next trip button shall be included for quick commencement of the next trip in the run schedule.
- iv. Activation of data transmission to the DACS shall be periodically initiated by the operator at such time as the operator is near a WDOLS location. In the event that an operator is unable to initiate data transmission at the end of a shift, the PFTP shall remain fully functional and all data shall be transferred the next time a data transmission is initiated.
- v. The Operator Role shall include sufficient permission to initiate a data transfer.

### **6.III-8.3 Physical Requirements - Portable FTP**

#### **8.3.1 Dimensions and Layout**

A sample mockup of each PFTP configuration and its display message sets shall be demonstrated at time of PDR. (DR 105.01 and 105.02)

#### **8.3.2 Structural Features**

- (a) The PFTP shall be to be light weight and constructed of ruggedized materials suitable for transit and ferry operations.
- (b) The PFTP shall have a simple built-in keypad to allow operation of the device.
- (c) The enclosure shall be corrosion resistant and finished to resist abrasion and scratching.
- (d) The unit must be sealed and ruggedized to operate in an outdoor marine environment.
- (e) Color and type of finish shall be such that it minimizes reflections, cracking and peeling and shall be approved by the Contract Administrator during the preliminary design review.
- (f) The PFTP shall be configured such that the smart card reader is installed in the end furthest from the operator to support "arms length" card reading.

#### **8.3.3 Carry Case**

- (a) The Contractor shall supply a carry case with the PFTP.
- (b) The carry case shall be of durable construction and materials.

- (c) The carry case shall be available in different versions designed to either carry the PFTP on a belt or over the shoulder per individual Agency requirements.

#### **6.III-8.4 Electrical Requirements – Portable FTP**

##### **8.4.1 Rechargeable Battery**

- (a) The unit shall be equipped with a rechargeable battery, that can be easily replaced in the field.
- (b) The battery cover shall be removable without tools and secure under normal use.
- (c) Rechargeable battery life shall be at least 8 hours under normal anticipated operating conditions.

##### **8.4.2 PFTP Cradle/Charger**

The contractor shall provide a 110VAC cradle /charger for locations or applications where 110VAC power is available, configured to accept either 1 or 4 PFTP units per individual agency requirements. The battery charger shall provide a regulated charge that maximizes battery life and charges PFTP batteries, at minimum, within one shift.

##### **8.4.3 Vehicle Cradle or Mount**

The Contractor shall provide a cradle or mount suitable for mounting in a Paratransit vehicle, DART vehicle, Vanpool vehicle or ferry with a standard automotive 12VDC cigarette lighter connection.

#### **6.III-8.5 Data Exchange Requirements – Portable FTP**

Data exchange requirements described in Section 6.III-3.6.1(a) are replaced by the following:

- (a) Subject to the availability of suitable communications connections, the PFTP shall be able to share the same DACS as the Stand Alone FTP's installed at Sound Transit rail platforms, or DACS utilized for bus services by other Agencies.
- (b) The PFTP shall include an Ethernet interface for connection, directly or via the 4 unit cradle to the DACS, or to an external modem. An Ethernet connection to the 1 unit cradle shall be provided through an optional Ethernet cable adaptor.
- (c) Depending on the option exercised by an Agency, the PFTP shall be supplied with an 802.11 wireless radio/network interface card for all wireless connections to the WDOLS at rail stations, transit bases, and at WSF and Kitsap Transit marine terminals, or with an external modem for connection using dial-up telephone lines.
- (d) The PFTP, through a maintenance mode or other operational mode, shall include functionality to switch between the Ethernet and 802.11 wireless connections.

- (e) Unless directed otherwise by an Agency for its specific application (e.g. Kitsap Transit), all communications shall be automatically initiated and completed. Communications for Kitsap Transit PFTP's (and potentially PFTP's for other Agencies, depending on the application) shall be initialized manually via the use of a button or screen icon and completed automatically.
- (f) In the event of an incomplete data transfer, the PFTP shall resend all data during the next connection.
- (g) For mobile applications, all communications shall be through the supplied wireless communications interface or module. The supplied vehicle cradle/mount shall be used only for battery charging.

#### **6.III-8.6 Additional Security Requirements - Portable FTP**

The Agent or authorized operator shall be required to enter a PIN to activate the PFTP and select the required route or service the PFTP is used on.

- (a) PFTP shall generate a record of the sign on/off.
- (b) The sign on/off log shall be transferred to the clearinghouse central system daily.

#### **6.III-8.7 Environmental Requirements – PFTP**

Environmental requirements as listed in Figure III-3.2 are modified for the PFTP as follows:

- (a) Temperature range: +32°F to +110°F operating.
- (b) Humidity: 5%-80% relative humidity, non-condensing.
- (c) Minimum IP Rating: 65.

## **2.0 Documentation**

The Contractor shall be responsible for updating RFCS design, installation, operation, and maintenance documentation provide under this Contract to describe the equipment, software and services provide by the Contractor under this Change Order.

### **3.0 Compensation Changes**


The Agencies are exercising the PFTP development price per Contract Exhibit 9, Section XVIII Optional Items, Section G "Development of Additional Types of Portable FTP's" which provides a flat fee of \$124,876. This fixed price covers all costs related to the Contractor providing a Psion PFTP in conformance with the Contract and this Change Order, including but not limited to all necessary design, development, testing, installation, commissioning and documentation activities. This Change Order No. 33 shall give rise to no additional compensation except as results from the ordering of PFTP Equipment per the prices as specified in Amendment No. 29 which is attached hereto as "CO 33 Attachment A" and which the Parties agree, without further execution, hereby amends Exhibit 9 to the Contract, entitled "Price Schedule".

### **4.0 Other Terms and Conditions**

Except as expressly amended by this Change Order, the Contract remains in full force and effect. All other provisions of the Contract not referenced in this Change Order No. 33 shall remain in effect unless modified in other executed Amendments and Change Orders.

IN WITNESS WHEREOF, the parties hereto have executed this Change Order No. 33 to Contract #229944 as of the date set forth below its signature.

**ERG Transit Systems (USA) Inc.**

By:   
Its: ERG TRANSIT SYSTEMS USA  
Date: 27 OCT 2008

**The Agencies**

By: \_\_\_\_\_  
Their: \_\_\_\_\_  
On behalf of the Agencies  
Date: \_\_\_\_\_

**Central Puget Sound Regional Transit Authority**

By: \_\_\_\_\_  
Its: \_\_\_\_\_  
Date: \_\_\_\_\_

**King County**

By: \_\_\_\_\_  
Its: \_\_\_\_\_  
Date: \_\_\_\_\_

**Pierce County Public Transportation Benefit Area**

By: \_\_\_\_\_  
Its: \_\_\_\_\_  
Date: \_\_\_\_\_

**Washington State Ferries, Washington State Department of Transportation**

By: \_\_\_\_\_  
Its: \_\_\_\_\_  
Date: \_\_\_\_\_

**City of Everett ("Everett Transit")**

By: \_\_\_\_\_  
Ray Stephanson, Mayor  
Date: \_\_\_\_\_

**ATTEST:**

By: \_\_\_\_\_  
Sharon Marks, City Clerk  
Date: \_\_\_\_\_

**APPROVED AS TO FORM:**

By: \_\_\_\_\_  
City Attorney  
Date: \_\_\_\_\_

**Kitsap County Public Transportation Benefit Area**

By: \_\_\_\_\_  
Its: \_\_\_\_\_  
Date: \_\_\_\_\_

**Snohomish County Public Transportation Benefit Area**

By: \_\_\_\_\_  
Its: \_\_\_\_\_  
Date: \_\_\_\_\_



**ERG Transit Systems (USA) Inc.**

By: [Signature]  
Its: GM ERG TRANSIT SYSTEM (USA)  
Date: 27 OCT 2008

**The Agencies**

By: \_\_\_\_\_  
Their: \_\_\_\_\_  
On behalf of the Agencies  
Date: \_\_\_\_\_

**Central Puget Sound Regional Transit Authority**

By: [Signature]  
Its: CEO  
Date: 11-7-08

**King County**

By: \_\_\_\_\_  
Its: \_\_\_\_\_  
Date: \_\_\_\_\_

**Pierce County Public Transportation Benefit Area**

By: \_\_\_\_\_  
Its: \_\_\_\_\_  
Date: \_\_\_\_\_

**Washington State Ferries, Washington State Department of Transportation**

By: \_\_\_\_\_  
Its: \_\_\_\_\_  
Date: \_\_\_\_\_

**City of Everett ("Everett Transit")**

By: \_\_\_\_\_  
Ray Stephanson, Mayor  
Date: \_\_\_\_\_

**ATTEST:**

By: \_\_\_\_\_  
Sharon Marks, City Clerk  
Date: \_\_\_\_\_

**APPROVED AS TO FORM:**

By: \_\_\_\_\_  
City Attorney  
Date: \_\_\_\_\_

**Kitsap County Public Transportation Benefit Area**

By: \_\_\_\_\_  
Its: \_\_\_\_\_  
Date: \_\_\_\_\_

**Snohomish County Public Transportation Benefit Area**

By: \_\_\_\_\_  
Its: \_\_\_\_\_  
Date: \_\_\_\_\_

**ERG Transit Systems (USA) Inc.**

By: [Signature]  
Its: GM ERG TRANSIT SYSTEM (USA)  
Date: 27 OCT 2008

**The Agencies**

By: \_\_\_\_\_  
Their: \_\_\_\_\_  
On behalf of the Agencies  
Date: \_\_\_\_\_

**Central Puget Sound Regional Transit Authority**

By: \_\_\_\_\_  
Its: \_\_\_\_\_  
Date: \_\_\_\_\_

**King County**

By: [Signature]  
Its: GM  
Date: 11/1/08

**Pierce County Public Transportation Benefit Area**

By: \_\_\_\_\_  
Its: \_\_\_\_\_  
Date: \_\_\_\_\_

**Washington State Ferries, Washington State Department of Transportation**

By: \_\_\_\_\_  
Its: \_\_\_\_\_  
Date: \_\_\_\_\_

**City of Everett ("Everett Transit")**

By: \_\_\_\_\_  
Ray Stephanson, Mayor  
Date: \_\_\_\_\_

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By: \_\_\_\_\_  
Sharon Marks, City Clerk  
Date: \_\_\_\_\_

**APPROVED AS TO FORM:**

By: \_\_\_\_\_  
City Attorney  
Date: \_\_\_\_\_

**Kitsap County Public Transportation Benefit Area**

By: \_\_\_\_\_  
Its: \_\_\_\_\_  
Date: \_\_\_\_\_

**Snohomish County Public Transportation Benefit Area**

By: \_\_\_\_\_  
Its: \_\_\_\_\_  
Date: \_\_\_\_\_

**ERG Transit Systems (USA) Inc.**

By: [Signature]  
Its: GM ERG TRANSIT SYSTEM (USA)  
Date: 27 OCT 2008

**The Agencies**

By: \_\_\_\_\_  
Their: \_\_\_\_\_  
On behalf of the Agencies  
Date: \_\_\_\_\_

**Central Puget Sound Regional Transit Authority**

By: \_\_\_\_\_  
Its: \_\_\_\_\_  
Date: \_\_\_\_\_

**King County**

By: \_\_\_\_\_  
Its: \_\_\_\_\_  
Date: \_\_\_\_\_

**Pierce County Public Transportation Benefit Area**

By: [Signature]  
Its: CEO  
Date: 11/10/08

**Washington State Ferries, Washington State Department of Transportation**

By: \_\_\_\_\_  
Its: \_\_\_\_\_  
Date: \_\_\_\_\_

**City of Everett ("Everett Transit")**

By: \_\_\_\_\_  
Ray Stephanson, Mayor  
Date: \_\_\_\_\_

**ATTEST:**

By: \_\_\_\_\_  
Sharon Marks, City Clerk  
Date: \_\_\_\_\_

**APPROVED AS TO FORM:**

By: \_\_\_\_\_  
City Attorney  
Date: \_\_\_\_\_

**Kitsap County Public Transportation Benefit Area**

By: \_\_\_\_\_  
Its: \_\_\_\_\_  
Date: \_\_\_\_\_

**Snohomish County Public Transportation Benefit Area**

By: \_\_\_\_\_  
Its: \_\_\_\_\_  
Date: \_\_\_\_\_

**ERG Transit Systems (USA) Inc.**

By: [Signature]  
Its: GM ERG TRANSIT SYSTEM (USA)  
Date: 27 OCT 2008

**The Agencies**

By: \_\_\_\_\_  
Their: \_\_\_\_\_  
On behalf of the Agencies  
Date: \_\_\_\_\_

**Central Puget Sound Regional Transit Authority**

By: \_\_\_\_\_  
Its: \_\_\_\_\_  
Date: \_\_\_\_\_

**King County**

By: \_\_\_\_\_  
Its: \_\_\_\_\_  
Date: \_\_\_\_\_

**Pierce County Public Transportation Benefit Area**

By: \_\_\_\_\_  
Its: \_\_\_\_\_  
Date: \_\_\_\_\_

**Washington State Ferries, Washington State Department of Transportation**

By: [Signature]  
Its: WASH. STATE DEPT. OF TRANSPORTATION  
Date: 11/18/08

**City of Everett ("Everett Transit")**

By: \_\_\_\_\_  
Ray Stephanson, Mayor  
Date: \_\_\_\_\_

**ATTEST:**

By: \_\_\_\_\_  
Sharon Marks, City Clerk  
Date: \_\_\_\_\_

**APPROVED AS TO FORM:**

By: \_\_\_\_\_  
City Attorney  
Date: \_\_\_\_\_

**Kitsap County Public Transportation Benefit Area**

By: \_\_\_\_\_  
Its: \_\_\_\_\_  
Date: \_\_\_\_\_

**Snohomish County Public Transportation Benefit Area**

By: \_\_\_\_\_  
Its: \_\_\_\_\_  
Date: \_\_\_\_\_

ERG Transit Systems (USA) Inc.

By: [Signature]  
Its: GM ERG TRANSIT SYSTEM (USA)  
Date: 27 OCT 2008

The Agencies

By: \_\_\_\_\_  
Their: \_\_\_\_\_  
On behalf of the Agencies  
Date: \_\_\_\_\_

**Central Puget Sound Regional Transit Authority**

By: \_\_\_\_\_  
Its: \_\_\_\_\_  
Date: \_\_\_\_\_

**King County**

By: \_\_\_\_\_  
Its: \_\_\_\_\_  
Date: \_\_\_\_\_

**Pierce County Public Transportation Benefit Area**

By: \_\_\_\_\_  
Its: \_\_\_\_\_  
Date: \_\_\_\_\_

**Washington State Ferries, Washington State Department of Transportation**

By: \_\_\_\_\_  
Its: \_\_\_\_\_  
Date: \_\_\_\_\_

**City of Everett ("Everett Transit")**

By: [Signature]  
Ray Stephanson, Mayor  
Date: 11-13-08

ATTEST: [Signature]  
By: [Signature]  
Sharon Marks, City Clerk  
Date: 11/13/08

**APPROVED AS TO FORM:**

By: [Signature]  
City Attorney  
Date: 11/12/08

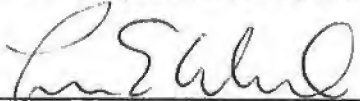
**Kitsap County Public Transportation Benefit Area**

By: \_\_\_\_\_  
Its: \_\_\_\_\_  
Date: \_\_\_\_\_

**Snohomish County Public Transportation Benefit Area**

By: \_\_\_\_\_  
Its: \_\_\_\_\_  
Date: \_\_\_\_\_

**ERG Transit Systems (USA) Inc.**

By:   
Its: GM ERG TRANSIT SYSTEM (USA)  
Date: 27 OCT 2008

**The Agencies**

By: \_\_\_\_\_  
Their: \_\_\_\_\_  
On behalf of the Agencies  
Date: \_\_\_\_\_

**Central Puget Sound Regional Transit Authority**

By: \_\_\_\_\_  
Its: \_\_\_\_\_  
Date: \_\_\_\_\_

**King County**

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**Pierce County Public Transportation Benefit Area**

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**Washington State Ferries, Washington State Department of Transportation**

By: \_\_\_\_\_  
Its: \_\_\_\_\_  
Date: \_\_\_\_\_

**City of Everett ("Everett Transit")**

By: \_\_\_\_\_  
Ray Stephanson, Mayor  
Date: \_\_\_\_\_

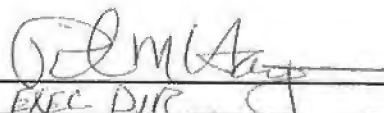
**ATTEST:**

By: \_\_\_\_\_  
Sharon Marks, City Clerk  
Date: \_\_\_\_\_

**APPROVED AS TO FORM:**

By: \_\_\_\_\_  
City Attorney  
Date: \_\_\_\_\_

**Kitsap County Public Transportation Benefit Area**

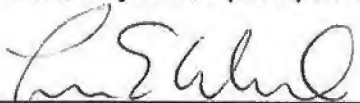
By:   
Its: EXEC DIR  
Date: 11/05/08

**Snohomish County Public Transportation Benefit Area**

By: \_\_\_\_\_  
Its: \_\_\_\_\_  
Date: \_\_\_\_\_



**ERG Transit Systems (USA) Inc.**

By:   
Its: GM ERG TRANSIT SYSTEM (USA)  
Date: 27 OCT 2008

**The Agencies**

By: \_\_\_\_\_  
Their: \_\_\_\_\_  
On behalf of the Agencies  
Date: \_\_\_\_\_

**Central Puget Sound Regional Transit Authority**

By: \_\_\_\_\_  
Its: \_\_\_\_\_  
Date: \_\_\_\_\_

**King County**

By: \_\_\_\_\_  
Its: \_\_\_\_\_  
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**Pierce County Public Transportation Benefit Area**

By: \_\_\_\_\_  
Its: \_\_\_\_\_  
Date: \_\_\_\_\_

**Washington State Ferries, Washington State Department of Transportation**

By: \_\_\_\_\_  
Its: \_\_\_\_\_  
Date: \_\_\_\_\_

**City of Everett ("Everett Transit")**

By: \_\_\_\_\_  
Ray Stephanson, Mayor  
Date: \_\_\_\_\_

**ATTEST:**

By: \_\_\_\_\_  
Sharon Marks, City Clerk  
Date: \_\_\_\_\_


**APPROVED AS TO FORM:**

By: \_\_\_\_\_  
City Attorney  
Date: \_\_\_\_\_

**Kitsap County Public Transportation Benefit Area**

By: \_\_\_\_\_  
Its: \_\_\_\_\_  
Date: \_\_\_\_\_

**Snohomish County Public Transportation Benefit Area**

By:   
Its: Acting CEO  
Date: 11/20/08

## **Change Order No. 33 - Attachment A**

### **Amendment 29 to the Contract for the Design, Implementation, Operation and Maintenance of the Regional Fare Coordination System**

This Amendment 29 to the Contract for the Design, Implementation, Operation and Maintenance of the Regional Fare Coordination System is entered into this \_\_\_\_ day of \_\_\_\_\_, 2008, by and between ERG Transit Systems (USA) Inc, a California corporation and wholly owned subsidiary of ERG Limited, an Australian corporation, (hereinafter referred to as the "Contractor") and each of the following seven public transportation agencies (hereinafter referred to individually as an "Agency" or collectively as the "Agencies"):

1. Central Puget Sound Regional Transit Authority ("Sound Transit")
2. King County ("King County")
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4. Pierce County Public Transportation Benefit Area ("Pierce Transit")
5. Snohomish County Public Transportation Benefit Area ("Community Transit")
6. City of Everett ("Everett")
7. State of Washington, acting through the Washington State Department of Transportation, Washington State Ferries Division ("WSF")

#### **Recitals**

- A. Effective April 29, 2003, each of the Agencies and the Contractor entered into Contract #229944 ("Contract") to implement a Regional Fare Coordination System ("RFC System") to establish a common fare system utilizing smart card technology. The Contractor is responsible for the development, implementation, operation and maintenance of the RFC System as specified in the Contract.
- B. The Parties desire to authorize the Contractor to add a new Portable Fare Transaction Processor, utilizing the Psion device.

NOW, THEREFORE, in consideration of the mutual covenants contained herein, the sufficiency of which is hereby acknowledged, the Parties hereby agree to amend the Contract as follows:



**Section 1.0** Section II, Exhibit 9, Price Schedule, "Equipment Pricing" is hereby amended to read as follows:

## EQUIPMENT Prices

		Range of Quantities		
A. FARE TRANSACTION PROCESSOR (FTP)				
A.1(a) On Board FTP (unit price includes Ethernet Switch for Agency orders for Phase I and Phase II procurement by ERG) (This Unit price for Phase I devices shall also include the 24 MB Memory Expansion Board)		1,500 or less	1,501-3,000	Over 3,000
PRICE PER UNIT		\$721	\$687	\$680
A.1(b) On Board FTP Installed 24 MB Expansion Board Memory Charge for Phase II quantities (subject to the terms of Amendment 16)		1,500 or less	1,501-3,000	Over 3,000
PRICE PER UNIT		\$83	\$83	\$83
A.2 Stand Alone FTP		50 or less	51-80	Over 80
a. Sound Transit Configuration (w/buttons)		\$3,626	\$3,463	\$3,435
b. WSF Configuration (w/o buttons)		\$3,522	\$3,354	\$3,321
c. ST Base Covers		\$388	\$388	\$388
d. ST Powder Coating of Pole/Base Cover Mounting Hardware Combination Unit		\$84	\$84	\$84
e. ST Powder Coating of Wall Mount Box		\$81	\$81	\$81
A.3 Portable FTP		100 or less	101-500	Over 500
a. Portable FTP – verifier only		\$1,327	\$1,300	\$1,274
b. Portable FTP – Full Function (Unitech)		\$1,792	\$1,756	\$1,721
c. Portable FTP – Original Submission (P4000)		\$2,102	\$2,081	\$2,060
d. Portable FTP – Psion*		\$1,412	\$1387	\$1366
e. PFTP Psion – Pistol Grip*		\$29	\$29	\$28
f. PFTP Psion –Scanner 1D Laser High Performance*		\$635	\$624	\$614
g. PFTP Psion – Vehicle Mount Charger (12V)*		\$200	\$197	\$194
h. PFTP Psion – Holster Soft Shell*		\$112	\$110	\$109
i. PFTP Psion – Plastic Extended Endcap Kit*		\$59	\$58	\$57
j. PFTP Psion - Pouch Nylon Carry Case*		\$73	\$72	\$71
k. PFTP Psion – docking Station Desktop*		\$127	\$125	\$123
l. PFTP Psion – Kit PC Card xMod*		\$122	\$120	\$118
m. PFTP Psion – Cable, Promark Power Extension, D6**		\$117	\$115	\$113
n. PFTP Psion – Mount RAM B101*		\$59	\$58	\$57
o. PFTP Psion – Radio, RA2041*		\$220	\$216	\$213
p. PFTP Psion – Battery High Capacity*		\$122	\$120	\$118
q. PFTP Psion – Door for High Capacity Battery*		\$15	\$14	\$14
r. Hayes Accura v.92, model 15328		\$81	\$73	\$69
s.PFTP Psion – Charger Quad Unit*		\$347	\$341	\$336
t. PFTP Psion – Power Lead for Quad Unit Charger*		\$10	\$10	\$9
u. PFTP Psion – Tether to RS232 Converter (to connect to external modem)*		\$65	\$65	\$65
v. PFTP Psion – USB to Ethernet Adapter (to connect single cradle to Ethernet)*		\$65	\$65	\$65
		100 MOQ**	101-200	Over 200
w. PFTP Psion – Card Reader*		\$321	\$286	\$268

\*/ Prices valid until 12/31/08

\*\*/Minimum order quantity

B.

<b>DRIVER DISPLAY UNIT</b>	<b>1,500 or less</b>	<b>1,501-3,000</b>	<b>Over 3,000</b>
PRICE PER UNIT	\$1,365	\$1,302	\$1,289

C.

**WIRELESS DATA ON/OFF LOADING SYSTEM**

<b>C.1 Base/Terminal Module</b>	<b>10 or less</b>	<b>11-20</b>	<b>Over 20</b>
PRICE PER UNIT	\$3,919	\$3,732	\$3,554
<b>C.2 On-Board Vehicle Module (Non Ruggedized)</b>	<b>1,500 or less</b>	<b>1,501-3,000</b>	<b>Over 3,000</b>
PRICE PER UNIT	\$631	\$601	\$595
<b>C.3 On-Board Vehicle Module (Ruggedized)</b>	<b>1,500 or less</b>	<b>1,501-3,000</b>	<b>Over 3,000</b>
PRICE PER UNIT	\$1,103	\$1,090	\$1,069

D.

<b>DATA ACQUISITION COMPUTER (DACs)</b>	<b>15 or less</b>	<b>16-30</b>	<b>Over 30</b>
PRICE PER UNIT	\$13,856	\$13,196	\$13,064

E.

<b>BACK OFFICE CLIENT COMPUTERS</b>	<b>3 or less</b>	<b>4-8</b>	<b>Over 8</b>
PRICE PER UNIT	\$61,693	\$58,755	\$55,957

F.

<b>INTEGRATION w/ SOUND TRANSIT TVMs</b>	<b>30 or less</b>	<b>31-50</b>	<b>Over 50</b>
a. TVM Kit	\$2,494	\$2,375	\$2,352
	<b>15 or less</b>	<b>16-30</b>	<b>Over 30</b>
b. TVM Second Fare Card Reader/Writer (Second Internal)	\$660	\$628	\$598